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Attorneys for Defendants
SAP AG, SAP AMERICA, INC., and
TOMORROWNOW, INC.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

ORACLE USA, INC., et al.,

Plaintiffs,

v.

SAP AG, et al.,

Defendants.

Case No. 07-CV-1658 PJH (EDL)

**[PROPOSED] ORDER GRANTING IN
PART AND DENYING IN PART
DEFENDANTS' MOTION TO
COMPEL PRODUCTION OF
FINANCIAL INFORMATION FROM
PLAINTIFFS**

Date: August 18, 2009

Time: 10:45 AM

Courtroom: E, 15th Floor

Judge: Hon. Elizabeth D. Laporte

**[PROPOSED] ORDER RE DEFS' MOTION TO
COMPEL PRODUCTION OF FINANCIAL INFO
CASE NO. 07-CV-1658 PJH (EDL)**

1 The Court having before it Defendants' Motion to Compel Production of Financial
2 Information from Plaintiffs, and having considered the papers and argument of the parties, hereby
3 GRANTS the motion in part and DENIES it without prejudice in part as follows:

4 It IS ORDERED that Plaintiffs shall produce the following documents no later than
5 September 15, 2009:

6 (1) For Plaintiffs Oracle International Corporation and Oracle EMEA Limited, quarterly
7 income statements, balance sheets and trial balance reports for the period June 1, 2005 through
8 October 31, 2008;

9 (2) For Plaintiff Oracle USA, Inc., quarterly income statements, balance sheets and trial
10 balance reports for the period January 1, 2005 through October 31, 2008;

11 (3) For Oracle Corporation UK, Ltd., Oracle Corporation Australia Pty. Ltd. and Oracle
12 Corporation Japan, one year's worth of quarterly income statements, balance sheets and trial
13 balance reports for the year ended May 31, 2007; and,

14 (4) Product profitability analyses that can be located after a reasonably diligent search
15 showing profitability of PeopleSoft, J. D. Edwards and Siebel product lines and the underlying
16 source documents upon which they are based.

17 IT IS FURTHER ORDERED that Plaintiffs shall make a good faith effort to produce by
18 September 15, 2009 quarterly income statements, balance sheets, and trial balance reports for
19 PeopleSoft USA, Inc., the pre-cursor to Oracle USA, Inc., for the period January 1, 2002 through
20 December 31, 2004. Because Plaintiffs have represented that PeopleSoft USA, Inc. financial
21 information resides on one or more legacy financial systems, and that potential technical issues
22 may complicate or limit Plaintiffs' ability to access, obtain, and produce that information, Oracle
23 shall make reasonably diligent efforts to access and provide such legacy information in
24 substantially the same form as provided for Oracle USA, Inc. If Plaintiffs are unable to produce
25 such reports by September 15, 2009, Plaintiffs are to report back to Defendants on the nature of
26 and form of the information that it can reasonably produce and when it can reasonably do so. If
27 Plaintiffs are unable to produce the PeopleSoft USA, Inc. information in accordance with this
28 Order, the parties reserve all rights with respect to this issue.

1 IT IS FURTHER ORDERED that Plaintiffs shall make a witness or witnesses available
 2 pursuant to Federal Rule of Civil Procedure Rule 30(b)(6) to explain the contents of the reports
 3 identified in paragraphs numbered (1)-(4), and the contents of PeopleSoft USA, Inc. reports
 4 described in the immediately preceding paragraph. Defendants shall serve an appropriate Rule
 5 30(b)(6) notice on Plaintiffs to which Plaintiffs may make appropriate objections in good faith.

6 IT IS FURTHER ORDERED that Oracle International Corporation shall make a witness
 7 available for three and one-half hours of further deposition testimony in response to Defendants'
 8 Amended Second Notice of Deposition of Plaintiff Oracle International Corporation Pursuant to
 9 Federal Rule of Civil Procedure 30(b)(6) on the topics of the relief sought in Defendants' motion
 10 and consistent with the guidance provided by the Court at the hearing on Defendants' motion,
 11 including any guidance provided as to Plaintiffs' April 8, 2009 objections. Only fifteen minutes
 12 of that time may be devoted to additional questions specifically directed to the foundation for the
 13 assertion of privilege over communications with outside counsel related to the setting of royalty
 14 rates.

15 As to all issues for which relief is not specifically granted herein, the Court DENIES the
 16 relief requested in Defendants' motion without prejudice.

17
 18 Dated: September 8, 2009

